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A Partnership of Professional Associations

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May 4, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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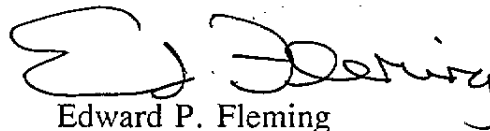
RE: WINDHAM ENTERPRISES OF GULF BREEZE, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of WINDHAM ENTERPRISES OF GULF BREEZE, INC., and Acceptance of Appointment of Registered Agent. Also, please find our check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation.

If you should have any problems or concerns, please do not hesitate to contact me.

Sincerely,


Edward P. Fleming

EPF/psh

Enclosures

FILED
98 MAY -5 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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ARTICLES OF INCORPORATION
OF
WINDHAM ENTERPRISES OF GULF BREEZE, INC.

FILED
98 MAY -5 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

NAME AND MAILING ADDRESS

The name of this corporation is WINDHAM ENTERPRISES OF GULF BREEZE, INC., and the corporate mailing address is 1386 Shoreline Drive, Gulf Breeze, FL 32561.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in and to transact any business for which corporations may be incorporated under the Florida General Corporation Act and to engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

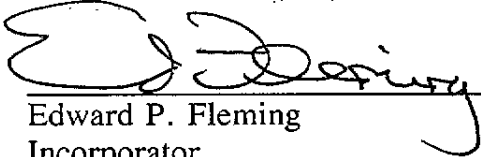
The street address of this corporation's initial registered office is 4300 Bayou Boulevard, Stes. 12 and 13, Pensacola, Florida 32503, and the name of this corporation's initial registered agent is Edward P. Fleming.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Edward P. Fleming
4300 Bayou Boulevard, Stes. 12 & 13
Pensacola, Florida 32503

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 4th day of May, 1998.

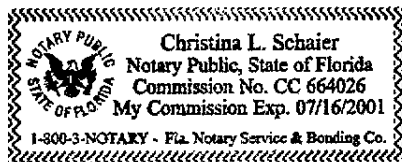

Edward P. Fleming
Incorporator

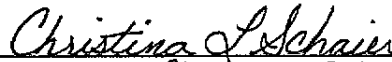
STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County
personally appeared Edward P. Fleming, personally known to me to be the person
described in, and who took an oath and freely and voluntarily subscribed the foregoing
Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the
State and County aforesaid this 4th day of May, 1998.

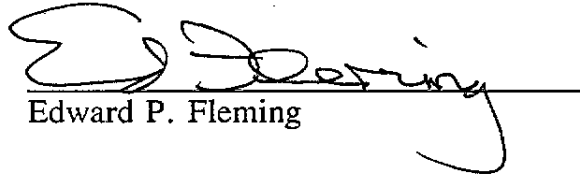



Print Name Christina Schaier
Notary Public, State of Florida
My Commission Expires: 7/16/2001

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edward P. Fleming, accept the appointment as Registered Agent for WINDHAM ENTERPRISES OF GULF BREEZE, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal
this 4th day of May, 1998.


Edward P. Fleming

FILED
98 MAY -5 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA